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(Securities Code 2810)  
June 3, 2021

**To Shareholders with Voting Rights:**

Hiroshi Urakami  
Representative Director and President  
House Foods Group Inc.  
1-5-7 Mikuriyasakae-machi, Higashi-osaka-  
city, Osaka

**NOTICE OF CONVOCATION OF  
THE 75TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 75th Annual General Meeting of Shareholders of House Foods Group Inc. (hereinafter the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights by mail or via the Internet, etc. Please review the attached “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights by 5 p.m. on Thursday, June 24, 2021, Japan time. Please refer to the “Information on Exercising Voting Rights” on Page 3 of this Notice.

- 1. Date and Time:** Friday, June 25, 2021 at 10 a.m. (Japan time)  
(Reception desk is scheduled to start at 9 a.m.)
- 2. Place:** Kourin, 3F, RIHGA Royal Hotel Osaka,  
5-3-68 Nakanoshima, Kita-ku, Osaka, Osaka
- 3. Agenda for the Meeting:**
- Matters for reporting:**
1. Business report, report on the consolidated financial statements and audit reports of the accounting auditor and the Board of Auditors concerning the consolidated financial statements, for the 75th fiscal year (from April 1, 2020 to March 31, 2021)
  2. Report on the non-consolidated financial statements for the 75th fiscal year (from April 1, 2020 to March 31, 2021)
- Matters for resolution:**
- Proposal 1:** To approve the proposed appropriation of surplus
- Proposal 2:** To partially amend the Articles of Incorporation
- Proposal 3:** To elect 7 Directors (excluding Directors who are Audit & Supervisory Committee members)
- Proposal 4:** To elect 6 Directors who are Audit & Supervisory Committee members
- Proposal 5:** To establish amounts of remuneration to Directors (excluding Directors who are Audit & Supervisory Committee members)
- Proposal 6:** To establish amounts of remuneration to Directors who are Audit & Supervisory Committee members
- Proposal 7:** To determine restricted stock compensation for Directors (excluding Directors who are Audit & Supervisory Committee members)

If you are unable to attend the meeting, you may exercise your voting rights by mail or via the Internet. Please refer to the “Reference Documents” below, follow the procedures described in “Information on exercising voting rights” on Page 3 and exercise your voting rights by 5:00 p.m. on Thursday, June 24, 2021 (Japan time).

- END -

<Information>

- ◎ If you attend the meeting, please kindly bring the enclosed voting rights exercise form to the reception desk. If the Kourin is full, we may guide you to the second or third meeting place in the same hotel.
- ◎ As part of its provision of the notice of convocation of the ordinary general meeting of shareholders in accordance with relevant laws and regulations and Article 14 of the Articles of Incorporation, the Company has posted information regarding the items listed below on the Company's website (<https://housefoods-group.com/ir/>) and has not therefore included that information in the documents accompanying this notice of convocation: "6. System for ensuring the appropriateness of business operation and summary of operational status of the system" in the business report, "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" in the consolidated financial statements and "Non-Consolidated Statement of Changes in Equity" and "Notes to Non-Consolidated Financial Statements" in the non-consolidated financial statements. Accordingly, the documents accompanying this notice of convocation are a part of audit reports of the Audit & Supervisory Board Members and the accounting auditor and the documents audited during the preparation of their audit reports.
- ◎ Should the reference documents for the general meeting of shareholders, the business report, the non-consolidated financial statements and the consolidated financial statements require revision, revised versions will be posted on the Company's website (<https://housefoods-group.com/ir/>).

## Information on Exercising Voting Rights

You can exercise your voting rights via the following three methods.

Please consider the following Reference Documents for the General Meeting of Shareholders, and exercise your voting rights.

- **Exercising your voting rights by attending the Annual General Meeting of Shareholders**

Please submit the Voting Rights Exercise Form at the reception desk.

In order to conserve resources, please bring this "Notice" with you to the meeting place.

**Date and Time: Friday, June 25, 2021 at 10 a.m.**

(Reception desk is scheduled to start at 9 a.m.)

- **Exercising your voting rights by mail**

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and send it by mail without postage stamps.

If there is no indication of your votes for or against each of the proposals, your votes shall be deemed as in favor of proposals.

**Deadline for Voting: delivery no later than 5 p.m., Thursday June 24, 2021**

- **Exercising your voting rights via the Internet**

Please access the "Voting Rights Website" from smartphones, PCs, and other terminals and cast your votes for or against each of the proposals according to the guides on the screen.

**Deadline for Voting: no later than 5 p.m., Thursday June 24, 2021**

- If you exercise your voting rights twice, both by mail and via the Internet, only the vote via the Internet shall be deemed as valid. In the event that voting rights are exercised more than once via the Internet, only the last vote shall be deemed as valid.

- Expenses for the Internet (connection charges, communication charges, etc.) shall be borne by the shareholders.

- Depending on the use environment of the Internet, subscription services, or use model, the user may not be able to access the website.

<b>Information on Exercise of Voting Rights via the Internet (omitted)</b>
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## Reference Documents for the General Meeting of Shareholders

**Proposal 1:** To approve the proposed appropriation of surplus

The proposed appropriation of surplus for the fiscal year ended March 31, 2021 is as follows.

### **Matters regarding year-end dividend**

The Company positions the return of profits to shareholders as a principal management task and endeavors to strengthen the Group's profitability and financial position. Regarding the distribution of profits, the Company has a basic policy of continuing to pay stable dividends with a dividend payout ratio of at least 30% on a consolidated basis, excluding the effects of extraordinary income/loss and amortization of goodwill that may arise from business combinations, while comprehensively considering consolidated operating results and business plans.

A one-time extraordinary gain such as a gain on sales of investment securities was posted in the fiscal year under review. To ensure that it pays stable dividends, the Company proposes year-end dividend for the 75th fiscal year to be 23 yen per share.

1. Type of dividend property  
Cash
2. Matters regarding allotment of dividend property and total amount  
23 yen per common share of the Company      Total amount: 2,317,199,492 yen  
As a result, the annual dividend, including an interim dividend of 23 yen per share, will be 46 yen per share.
3. Effective date of payment of surplus available for dividends  
June 28, 2021

**Proposal 2:** To partially amend the Articles of Incorporation

1. Reason for proposal

- (i) Aimed at strengthening the supervisory functions of the Board of Directors and improving the corporate governance system, the Company proposes to make a transition to a company with Audit & Supervisory Committee.  
Associated with this transition, the Company will make necessary amendments to the Articles of Incorporation, such as the establishment of new provisions on Audit & Supervisory Committee members and Audit & Supervisory Committee necessary for transition to a Company with Audit & Supervisory Committee, the deletion of provisions on Audit & Supervisory Board Members and the Audit & Supervisory Board, changes in the number of Directors, and the establishment of new provisions on the delegation of decisions on the execution of important operations.
- (ii) To develop an environment for Directors other than Outside Directors who do not execute operations to be able to play the roles expected of them upon the transition to a Company with Audit & Supervisory Committee, the Company will change the provisions of Article 29 of the existing Articles of Incorporation as provided for in Article 30 of the proposed amendment with respect to the range of Directors who may enter into an agreement limiting liability.  
Submission of this proposed Article 30 as new article to this ordinary general meeting of shareholders has been consented by all the Audit & Supervisory Board Members.
- (iii) The Company will arrange the number of articles, etc. associated with the amendments above.

2. Details of amendments

The details of the amendments are shown below.  
The proposed amendments will go into effect upon the closing of the ordinary general meeting of shareholders.

(Amendments are underlined.)

Existing Articles of Incorporation	Proposed amendments
<p>Chapter I: General Provisions Article 1 through Article 3 (Omitted) Article 4: Organs In addition to the Shareholders' Meetings and Directors, the Company shall establish the Board of Directors, <u>Audit &amp; Supervisory Board Members, the Audit &amp; Supervisory Board</u> and the Accounting Auditor. Article 5 (Omitted)</p> <p>Chapter II: Shares Article 6 through Article 10 (Omitted)</p> <p>Chapter III: Shareholders' Meeting Article 11 through Article 17 (Omitted)</p> <p>Chapter IV: Directors and Board of Directors Article 18: Number of Directors The number of Directors of the Company shall be no more than ten (10).  &lt;Newly established&gt;</p> <p>Article 19: Election 1. Directors shall be elected at the Shareholders' Meeting.</p> <p>2. (Omitted) 3. (Omitted)</p> <p>Article 20 (Term of Office of Directors) The term of office of Directors shall continue until the conclusion of the Ordinary Shareholders' Meeting for the last business year which ends within one (1) year from the time of their election.</p>	<p>Chapter I: General Provisions Article 1 and Article 3 (Unchanged) Article 4: Organs In addition to the Shareholders' Meetings and Directors, the Company shall establish the Board of Directors, <u>the Audit &amp; Supervisory Committee</u> and the Accounting Auditor.  Article 5 (Unchanged)</p> <p>Chapter II: Shares Article 6 through Article 10 (Unchanged)</p> <p>Chapter III: Shareholders' Meeting Article 11 through Article 17 (Unchanged)</p> <p>Chapter IV: Directors and Board of Directors Article 18: Number of Directors <u>1. The number of Directors (excluding Directors who are Audit &amp; Supervisory Committee members) of the Company shall be no more than ten (10).</u> <u>2. The number of Directors of the Company who are Audit &amp; Supervisory Committee members shall be no more than eight (8).</u></p> <p>Article 19: Election 1. Directors shall be elected by a resolution of the Shareholders' Meeting <u>by making a distinction between Directors who are Audit &amp; Supervisory Committee members and other Directors.</u></p> <p>2. (Unchanged) 3. (Unchanged)</p> <p>Article 20 (Term of Office of Directors) <u>1. The term of office of Directors (excluding Directors who are the Audit &amp; Supervisory Committee members) shall continue until the conclusion of the Ordinary Shareholders' Meeting for the last business year which ends within one (1) year of the time of their election.</u></p>

Existing Articles of Incorporation	Proposed amendments
<Newly established>	
<Newly established>	
<p>Article 21: Board of Directors</p> <ol style="list-style-type: none"> <li>(Omitted)</li> <li>(Omitted)</li> <li>In cases where a Director made a proposal with respect to a matter which is the purpose of a resolution of a Board of Directors meeting, if all Directors who are entitled to exercise their votes on the matter manifest their intention to agree to the proposal in writing or using an electronic or magnetic record, and <u>if Audit &amp; Supervisory Board Members do not state an objection</u>, it shall be deemed that a resolution to approve the proposal has been made by the Board of Directors.</li> </ol> <p>Article 22: Convocation</p> <ol style="list-style-type: none"> <li>(Omitted)</li> <li>A notice of a Board of Directors meeting shall be sent to each Director <u>and each Audit &amp; Supervisory Board Member</u> not later than three (3) days prior to the scheduled date of meeting; provided, however, that this notice period may be shortened in the case of an emergency.</li> <li>If the consent of all Directors and <u>Audit &amp; Supervisory Board Members</u> is obtained, the Board of Directors meeting may be held without taking the convocation procedures.</li> </ol> <p style="text-align: center;">&lt;Newly established&gt;</p>	<p><u>2. The term of office of Directors who are Audit &amp; Supervisory Committee members shall continue until the conclusion of the Ordinary Shareholders' Meeting for the last business year which ends within two (2) years from the time of their election.</u></p> <p><u>3. The term of office of a Director who is an Audit &amp; Supervisory Committee member and has been elected to fill a vacancy shall be the same as the remaining term of office of the predecessor.</u></p> <p>Article 21: Board of Directors</p> <ol style="list-style-type: none"> <li>(Unchanged)</li> <li>(Unchanged)</li> <li>In cases where a Director made a proposal with respect to a matter which is the purpose of a resolution of a Board of Directors meeting, if all Directors who are entitled to exercise their votes on the matter manifest their intention to agree to the proposal in writing or using an electronic or magnetic record, it shall be deemed that a resolution to approve the proposal has been made by the Board of Directors.</li> </ol> <p>Article 22: Convocation</p> <ol style="list-style-type: none"> <li>(Unchanged)</li> <li>A notice of a Board of Directors meeting shall be sent to each Director not later than three (3) days prior to the scheduled date of meeting; provided, however, that this notice period may be shortened in the case of an emergency.</li> <li>If the consent of all Directors is obtained, the Board of Directors meeting may be held without taking the convocation procedures.</li> </ol> <p><u>Article 23: Delegation of Decisions on the Execution of Important Operations</u>  <u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Board of Directors may delegate all or part of the decisions on the execution of important operations (excluding matters specified in each item of Article 399-13, Paragraph 5 of the Companies Act) by its resolution.</u></p> <p>Article 24 (Unchanged)</p> <p>Article 25: Minutes</p> <p>A summary of the progress of the agenda of the Board of Directors meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and the Directors <u>and Audit &amp; Supervisory Board Members</u> present at the meeting shall affix their names and seals or electronic signatures to it.</p> <p>Article 26 through Article 28 (Unchanged)</p> <p>Article 29: Remuneration, Etc.</p> <p>Remuneration, bonuses and other financial benefits received by Directors from the Company as consideration for duties executed (hereinafter referred to as "<u>Remuneration, Etc.</u>") shall be determined by a resolution of the Shareholders' Meeting.</p> <p>Article 30: Agreement Limiting Liability of <u>Directors</u></p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement to limit liability of <u>Directors (excluding those who are Executive Directors, etc.)</u>; provided however, that the maximum amount of liability for damages based on the agreement shall be the amount specified in relevant laws and regulations.</p>
<p>Article 23 (Omitted)</p> <p>Article 24: Minutes</p> <p>A summary of the progress of the agenda of the Board of Directors meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and the Directors <u>and Audit &amp; Supervisory Board Members</u> present at the meeting shall affix their names and seals or electronic signatures to it.</p> <p>Article 25 through Article 27 (Omitted)</p> <p>Article 28: Remuneration, Etc.</p> <p>Remuneration, bonuses and other financial benefits received by Directors from the Company as consideration for duties executed (hereinafter referred to as "<u>Remuneration, Etc.</u>") shall be determined by a resolution of the Shareholders' Meeting.</p> <p>Article 29: Agreement Limiting Liability of <u>Outside Directors</u></p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement to limit liability of <u>Outside Directors with Outside Directors</u>; provided however, that the maximum amount of liability for damages based on the agreement shall be the amount specified in relevant laws and regulations.</p>	<p>Article 23: Delegation of Decisions on the Execution of Important Operations</p> <p><u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Board of Directors may delegate all or part of the decisions on the execution of important operations (excluding matters specified in each item of Article 399-13, Paragraph 5 of the Companies Act) by its resolution.</u></p> <p>Article 24 (Unchanged)</p> <p>Article 25: Minutes</p> <p>A summary of the progress of the agenda of the Board of Directors meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and the Directors present at the meeting shall affix their names and seals or electronic signatures to it.</p> <p>Article 26 through Article 28 (Unchanged)</p> <p>Article 29: Remuneration, Etc.</p> <p>Remuneration, bonuses and other financial benefits received by Directors from the Company as consideration for duties executed shall be determined by resolution of the Shareholders' Meeting <u>by making a distinction between Directors who are Audit &amp; Supervisory Committee members and other Directors.</u></p> <p>Article 30: Agreement Limiting Liability of <u>Directors</u></p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement to limit liability of <u>Directors (excluding those who are Executive Directors, etc.)</u>; provided however, that the maximum amount of liability for damages based on the agreement shall be the amount specified in relevant laws and regulations.</p>
<p><u>Chapter V: Audit &amp; Supervisory Board Members and Audit &amp; Supervisory Board</u></p> <p><u>Article 30: Number of Audit &amp; Supervisory Board Members</u>  <u>The number of Audit &amp; Supervisory Board Members of the</u></p>	<p>&lt;Delete&gt;</p> <p>&lt;Delete&gt;</p>

Existing Articles of Incorporation	Proposed amendments
Company shall be no more than five (5).	
<u>Article 31: Election</u>	<Delete>
1. <u>Audit &amp; Supervisory Board Members shall be elected at the Shareholders' Meeting.</u>	
2. <u>A resolution to elect an Audit &amp; Supervisory Board Member shall be passed by a majority vote of shareholders present at the Shareholders' Meeting and representing at least one third (1/3) of voting rights of the shareholders entitled to exercise their voting rights.</u>	
<u>Article 32: Term of Office of Audit &amp; Supervisory Board Members</u>	<Delete>
1. <u>The term of office of Audit &amp; Supervisory Board Members shall continue until the conclusion of the Ordinary Shareholders' Meeting for the last business year which ends within four (4) years from the time of their election.</u>	
2. <u>The term of office of an Audit &amp; Supervisory Board Member who has been elected to fill a vacancy shall be the same as the remaining term of office of the predecessor.</u>	
<u>Article 33: Audit &amp; Supervisory Board</u>	<Delete>
1. <u>The Audit &amp; Supervisory Board shall deliberate or determine important matters concerning the execution of duties by Audit &amp; Supervisory Board Members.</u>	
2. <u>A resolution of the Audit &amp; Supervisory Board shall be adopted by a majority vote of the Audit &amp; Supervisory Board Members, unless otherwise provided for in laws and regulations.</u>	
<u>Article 34: Convocation</u>	<Delete>
1. <u>A notice of an Audit &amp; Supervisory Board meeting shall be sent to each Audit &amp; Supervisory Board Member not later than three (3) days prior to the scheduled date of meeting; provided, however, that this notice period may be shortened in the case of an emergency.</u>	
2. <u>If the consent of all Audit &amp; Supervisory Board Members is obtained, the Audit &amp; Supervisory Board meeting may be held without taking the convocation procedures.</u>	
<u>Article 35: Minutes</u>	<Delete>
A <u>summary of the progress of the agenda of the Audit &amp; Supervisory Board meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and Audit &amp; Supervisory Board Members present at the meeting shall affix their names and seals or electronic signatures to it.</u>	
<u>Article 36: Rules on Audit &amp; Supervisory Board</u>	<Delete>
Matters concerning the <u>Audit &amp; Supervisory Board shall be subject to the rules on the Audit &amp; Supervisory Board as adopted by the Audit &amp; Supervisory Board, in addition to those provided for in laws and regulations and these Articles of Incorporation.</u>	
<u>Article 37: Full-time Audit &amp; Supervisory Board Members</u>	<Delete>
Full-time <u>Audit &amp; Supervisory Board Members shall be appointed by a resolution of the Audit &amp; Supervisory Board.</u>	
<u>Article 38: Remuneration, Etc.</u>	<Delete>
Remuneration, Etc. for <u>Audit &amp; Supervisory Board Members shall be determined by a resolution of the Shareholders' Meeting.</u>	
<u>Article 39: Agreement Limiting Liability of Outside Audit &amp; Supervisory Board Members</u>	<Delete>
Pursuant to the provisions of Article 427, Paragraph 1 of the <u>Companies Act, the Company may enter into an agreement to limit the liability of Outside Audit &amp; Supervisory Board Members with Outside Audit &amp; Supervisory Board Members; provided however, that the maximum amount of liability for damages based on the agreement shall be the amount specified in relevant laws and regulations.</u>	
<Newly established> <Newly established>	<p style="text-align: center;"><u>Chapter V: Audit &amp; Supervisory Committee</u> <u>Article 31: Audit &amp; Supervisory Committee</u></p>

Existing Articles of Incorporation	Proposed amendments
<Newly established>	<p>1. <u>The Audit &amp; Supervisory Committee shall deliberate or determine important matters concerning the execution of duties by Audit &amp; Supervisory Committee members.</u></p> <p>2. <u>A resolution of the Audit &amp; Supervisory Committee shall be adopted by a majority vote of the Audit &amp; Supervisory Committee members present who are entitled to exercise their votes, unless otherwise provided for in laws and regulations.</u></p> <p><u>Article 32: Convocation</u></p> <p>1. <u>A notice of an Audit &amp; Supervisory Committee meeting shall be sent to each Audit &amp; Supervisory Committee member not later than three (3) days prior to the scheduled date of meeting; provided, however, that this notice period may be shortened in the case of an emergency.</u></p> <p>2. <u>If the consent of all Audit &amp; Supervisory Committee members is obtained, the Audit &amp; Supervisory Committee meeting may be held without taking the convocation procedures.</u></p>
<Newly established>	<p><u>Article 33: Minutes</u></p> <p><u>A summary of the progress of the agenda of the Audit &amp; Supervisory Committee meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and the Audit &amp; Supervisory Committee members present at the meeting shall affix their names and seals or electronic signatures to it.</u></p>
<Newly established>	<p><u>Article 34: Rules on Audit &amp; Supervisory Committee</u></p> <p><u>Matters concerning the Audit &amp; Supervisory Committee shall be subject to the rules on the Audit &amp; Supervisory Committee as adopted by the Audit &amp; Supervisory Committee, in addition to those provided for in laws and regulations and these Articles of Incorporation.</u></p>
<Newly established>	<p><u>Article 35: Full-time Audit &amp; Supervisory Committee Members</u></p> <p><u>Full-time Audit &amp; Supervisory Committee members may be appointed by a resolution of the Audit &amp; Supervisory Committee.</u></p>
Chapter VI: Accounting Article <u>40</u> through Article <u>43</u> (Omitted)	Chapter VI: Accounting Article <u>36</u> through Article <u>39</u> (Unchanged)
<Newly established>	<p><u>Supplementary Provisions</u></p> <p><u>(Transitional measures relating to agreements limiting liability of Outside Audit &amp; Supervisory Board Members)</u></p> <p><u>Agreements to limit liability for damages in Article 423, Paragraph 1 of the Companies Act in relation to acts of Outside Audit &amp; Supervisory Board Members (including those who were Outside Audit &amp; Supervisory Board Members) before the conclusion of the 75th Ordinary Shareholders' Meeting shall still be as provided for in Article 39 of the Articles of Incorporation before the amendment by a resolution of the said Ordinary Shareholders' Meeting.</u></p>



**Proposal 3:** To elect 7 Directors (excluding Directors who are Audit & Supervisory Committee members)

If Proposal 2 “To partially amend the Articles of Incorporation” is approved as proposed, the Company will make a transition to a company with an audit and supervisory committee, and all (10) Directors will leave office with the expiration of their term of office on the effective date of the amendment to the Articles of Incorporation. Accordingly, the Company proposes the election of seven Directors (excluding Directors who are Audit and Supervisory Committee members) after making a transition to a company with an audit and supervisory committee.

This proposal shall take effect when the amendments to the Articles of Incorporation in Proposal 2 “To partially amend the Articles of Incorporation” become effective.

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee members) are as follows:

Number	Name	Present positions and responsibilities	Attendance at meetings of the Board of Directors held in FY2020
1	<input type="checkbox"/> Reelection Hiroshi Urakami	Representative Director and President, the Company Responsible for Corporate Planning Division	Attended all 14 meetings
2	<input type="checkbox"/> Reelection Yasukatsu Hiroura	Senior Managing Director Responsible for Domestic Affiliated Companies Planning Support Division, Digital Transformation Planning Division	Attended all 14 meetings
3	<input type="checkbox"/> Reelection Masahiko Kudo	Senior Managing Director Representative Director and President, House Foods Corporation	Attended all 14 meetings
4	<input type="checkbox"/> Reelection Yoshiyuki Osawa	Managing Director General Manager, Administration Headquarters Responsible for Secretariat Division	Attended all 14 meetings
5	<input type="checkbox"/> Reelection Yoshiyuki Miyaoku	Director General Manager, Research & Development Headquarters Responsible for Quality Assurance Management Division, Purchasing Division, Spice Value Chain Project, Group Manufacturing Strategy Planning & Promotion Project	Attended all 14 meetings
6	<input type="checkbox"/> Reelection Tatsumi Yamaguchi	Director General Manager, Global Headquarters	Attended all 10 meetings
7	<input type="checkbox"/> Reelection Kotaro Kawasaki	Director General Manager, Corporate Communication Headquarters Responsible for New Business Planning & Development Division, Value-added Vegetables Business Development Division	Attended all 10 meetings

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
1	Hiroshi Urakami age 55 (August 16, 1965) Reelection	September 1991    Joined The Sumitomo Bank,Ltd. (currently Sumitomo Mitsui Banking Corporation) May 1997            Retired from The Sumitomo Bank,Ltd. July 1997            Joined the Company June 2002            Director, the Company June 2004            Representative Director, the Company (current position) July 2004            Director, Vice President, the Company April 2009           Director, President, the Company (current position) April 2016           Responsible for Corporate Planning Division, the Company (current position)  Significant concurrent positions Vice Chairman, All Japan Curry Manufacturers Association Chairman, Japan Cannery Association Representative Director and President, HKL Co., Ltd. Senior Managing Director, House Kosan Co., Ltd.	1,037,313 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
[Reasons for nomination as a candidate for Director] As the Representative Director and President of the Company, Mr. Hiroshi Urakami is presiding over the Company and the Group, and based on his extensive knowledge and experience, he directs the formulation of the Medium-Term Management Plan that serves as the core of the Group's management and demonstrates strong leadership in executing the plan. As a result, the Company has judged that he is a person necessary for enhancing the corporate value of the Group and requests his continued election as a Director of the Company.			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
2	Yasukatsu Hiroura age 65 (July 27, 1955) Reelection	<p>April 1978      Joined the Company</p> <p>July 2004      Corporate Officer and General Manager, Food Seasoning Division, the Company</p> <p>April 2006      Senior Executive Officer and General Manager, Marketing Headquarters, the Company</p> <p>June 2006      Director, the Company</p> <p>April 2008      Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Somatech Center, the Company</p> <p>April 2009      Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Somatech Center and Quality Assurance Division, the Company</p> <p>April 2010      Senior Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Somatech Center and Quality Assurance Division, the Company</p> <p>April 2012      Senior Managing Executive Officer and General Manager, Global Headquarters, and responsible for Corporate Planning Division, the Company</p> <p>October 2013    Senior Managing Director, the Company (current position) General Manager, Global Headquarters, and responsible for Corporate Planning Division, the Company</p> <p>April 2015      Responsible for Corporate Planning Division and Global Headquarters, the Company</p> <p>April 2016      Responsible for R&amp;D Center, Global Headquarters, and Quality Assurance Management Division, the Company</p> <p>February 2018   Representative Director and President, House Wellness Foods Corporation, the Company</p> <p>April 2021      Responsible for Domestic Affiliated Companies Planning Support Division, Digital Transformation Planning Division, the Company (current position)</p>	41,282 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yasukatsu Hiroura has extensive experience primarily in the divisions of global business, marketing, research &amp; development, and quality assurance. In addition, he has served as Representative Director and President of House Wellness Foods Corporation, and he is committed to expanding the business foundation at each Group company and developing and promoting IT strategies</p> <p>As a result, the Company has judged that he is a person necessary for enhancing the corporate value of the Group and requests his continued election as a Director of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
3	Masahiko Kudo age 68 (March 11, 1953) Reelection	<p>April 1975      Joined the Company</p> <p>April 2007      Corporate Officer and General Manager, Retort and Low Temperature Foods Division, the Company</p> <p>April 2008      Corporate Officer and General Manager, Spice Foods Division, the Company</p> <p>April 2010      Managing Executive Officer and General Manager, Spice Foods Division, the Company</p> <p>April 2011      Managing Executive Officer and General Manager, Spice Foods Business Division, the Company</p> <p>April 2012      Managing Executive Officer and General Manager, Marketing Headquarters, the Company</p> <p>June 2012      Director, the Company</p> <p>April 2013      Representative Director and President, House Foods Split Preparation Co., Ltd. (currently House Foods Corporation) (current position)</p> <p>June 2013      Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Sales Headquarters and Food Service Business Division, the Company</p> <p>October 2013    Managing Director, the Company</p> <p>April 2017      Senior Managing Director, the Company (current position)</p> <p>Significant concurrent positions Representative Director and President, House Foods Corporation</p>	11,800 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Masahiko Kudo has extensive experience primarily in the product development division. In addition, he has served as Representative Director and President of House Foods Corporation, and he is demonstrating leadership in further improving earnings of the spices/seasoning/processed food business and promoting marketing strategies aimed at creating new demand. As a result, the Company has judged that he is a person necessary for enhancing the corporate value of the Group and requests his continued election as a Director of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
4	Yoshiyuki Osawa age 61 (June 23, 1959) Reelection	<p>April 1982      Joined the Company</p> <p>April 2014      Executive Officer and General Manager, Human Resources Division, the Company</p> <p>April 2016      Executive Officer and General Manager, Human Resources Development Division, the Company</p> <p>April 2018      Executive Officer, the Company Responsible for General Affairs Division, Legal Division, Secretariat Division, Human Resources Development Division, and Diversity Promotion Division, the Company</p> <p>June 2018      Director, the Company Responsible for General Affairs Division, Legal Division, Secretariat Division, Human Resources Development Division, and Diversity Promotion Division, the Company</p> <p>April 2020      Responsible for General Affairs Division, Legal Division, Secretariat Division, Human Resources Development Division, Diversity Promotion Division, Group Compliance &amp; Risk Management Division</p> <p>April 2021      Managing Director, the Company (current position) General Manager, Administration Headquarters, Responsible for Secretariat Division, the Company (current position)</p>	4,731 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
[Reasons for nomination as a candidate for Director]			
<p>Mr. Yoshiyuki Osawa has extensive experience primarily in administrative divisions such as sales planning, public relations, human resources development and general affairs. In addition, as General Manager, Administration Headquarters that oversees the General Affairs Division, Legal Division, Finance &amp; Accounting Division, Human Resources Development Division, Diversity Promotion Division and Group Compliance &amp; Risk Management Division, he is committed to promoting human resources strategies, including “achievement of diversity” and “implementation of job satisfaction transformation,” as well as improving and promoting corporate governance systems.</p> <p>As a result, the Company has judged that he is a person necessary for enhancing the corporate value of the Group and requests his continued election as a Director of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
5	Yoshiyuki Miyaoku age 60 (November 24, 1960) Reelection	<p>April 1983      Joined the Company</p> <p>April 2016      Executive Officer and General Manager, Corporate Planning Division, the Company</p> <p>April 2018      Executive Officer and General Manager, Research &amp; Development Headquarters, and responsible for Quality Assurance Management Division, the Company</p> <p>June 2018      Director, the Company (current position) General Manager, Research &amp; Development Headquarters, and responsible for Quality Assurance Management Division, the Company</p> <p>April 2019      General Manager, Research &amp; Development Headquarters, and responsible for Quality Assurance Management Division, Purchasing Division, Digital Transformation Planning Division, the Company</p> <p>April 2021      General Manager, Research &amp; Development Headquarters, and responsible for Quality Assurance Management Division, Purchasing Division, Spice Value Chain Project, Group Manufacturing Strategy Planning &amp; Promotion Project, the Company (current position)</p> <p>Significant concurrent positions Director, Vox Trading Co., Ltd.</p>	5,459 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
[Reasons for nomination as a candidate for Director] Mr. Yoshiyuki Miyaoku has extensive experience primarily in the divisions of research & development, product development, and corporate planning, and as Representative Director and President of House Food Analytical Laboratory Inc. In addition, as General Manager of Research & Development Headquarters and responsible for the Quality Assurance Management Division, Purchasing Division, Spice Value Chain Project and Group Manufacturing Strategy Planning & Promotion Project, he is committed to strengthening R&D functions, optimizing procurement functions, and promoting themes in the Seventh Medium-Term Management Plan. As a result, the Company has judged that he is a person necessary for enhancing the corporate value of the Group and requests his continued election as a Director of the Company.			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
6	Tatsumi Yamaguchi age 56 (August 13, 1964) Reelection	April 1988    Joined the Company April 2015    General Manager, New Business Planning & Development Division, the Company April 2018    President, House Foods Holding USA Inc. (current position) President, House Foods America, Inc. April 2020    Executive Officer and General Manager, Global Headquarters, the Company June 2020    Director, the Company (current position) General Manager, Global Headquarters, the Company (current position) Significant concurrent positions President, House Foods Holding USA Inc. Director, House Foods America, Inc.	2,546 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (10/10 meetings)			
[Reasons for nomination as a candidate for Director] Mr. Tatsumi Yamaguchi has extensive experience primarily in the divisions of sales, product development, new business development and global business. In addition, as General Manager of Global Headquarters, he is committed to expanding operations and strengthening profitability to accelerate the growth of global business. As a result, the Company has judged that he is a person necessary for enhancing the corporate value of the Group and requests his continued election as a Director of the Company.			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
7	Kotaro Kawasaki age 49 (December 6, 1971) Reelection	<p>April 1994      Joined the Company</p> <p>April 2018      General Manager, Corporate Planning Division, the Company</p> <p>April 2020      Executive Officer and General Manager, Corporate Communication Headquarters, and responsible for New Business Planning &amp; Development Division, the Company</p> <p>June 2020      Director, the Company (current position)</p> <p>                    Corporate Communication Headquarters, and responsible for New Business Planning &amp; Development Division</p> <p>April 2021      General Manager, Corporate Communication Headquarters, and responsible for New Business Planning &amp; Development Division, Value-added Vegetables Business Development Division, the Company, (current position)</p> <p>Significant concurrent positions Director, Ichibanya Co., Ltd.</p>	1,434 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (10/10 meetings)			
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Kotaro Kawasaki has extensive experience primarily in the divisions of advertising and corporate planning, and as General Manager of Corporate Communication Headquarters and is responsible for New Business Planning &amp; Development Division and Value-added Vegetables Business Development Division. In this capacity, he is committed to promoting advertising strategies of the Group and corporate efforts to solve social issues, discovering new business, and promoting the value-added vegetables business.</p> <p>As a result, the Company has judged that he is a person necessary for enhancing the corporate value of the Group and requests his continued election as a Director of the Company.</p>			



- (Notes)
1. Mr. Hiroshi Urakami is the Representative Director and President of HKL Co., Ltd., which has a business relationship with the Company such as the rental of office space, in which the transaction amount is negligible.
  2. There is no special interest between Mr. Yasukatsu Hiroura, Mr. Masahiko Kudo, Mr. Yoshiyuki Osawa, Mr. Yoshiyuki Miyaoku, Mr. Tatsumi Yamaguchi and Mr. Kotaro Kawasaki and the Company.
  3. The number of shares of the Company held by each candidate includes that of shares actually held by them in the name of the House Foods Group Board Members' and Executive Officers' Shareholding Association.
  4. The age of Mr. Yoshiyuki Osawa is as of the date of dispatch of this Notice (June 3, 2021).
  5. The Company has decided to conclude a Directors and Officers Liability Insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, under which the insured person is compensated for legal damages (court-ordered payments, settlements) and litigation expenses (Attorney's fees, etc.) incurred by the insured person. If the election of each candidate is approved, they will be included as an insured person in the insurance contract. The Company will renew the insurance contract during their term of office.

**Proposal 4:** To elect 6 Directors who are Audit & Supervisory Committee members

If Proposal 2 “To partially amend the Articles of Incorporation” is approved as proposed, the Company will make a transition to a company with an audit and supervisory committee. Accordingly, the Company proposes the election of six Directors who are Audit & Supervisory Committee members.

The Audit & Supervisory Board has previously given its approval to this proposal.

This proposal shall take effect when the amendments to the Articles of Incorporation in Proposal 2 “To partially amend the Articles of Incorporation” become effective.

The candidates for Directors who are Audit & Supervisory Committee members are as follows:

Number	Name	Present positions	Attendance at meetings of the Board of Directors held in FY2020			
1	<table border="1"><tr><td>New Candidate</td></tr></table> Masao Taguchi	New Candidate	Full-time Audit & Supervisory Board Member	Attended all 14 meetings		
New Candidate						
2	<table border="1"><tr><td>New Candidate</td></tr></table> Akira Koike	New Candidate	Full-time Audit & Supervisory Board Member	Attended all 14 meetings		
New Candidate						
3	<table border="1"><tr><td>New Candidate</td></tr><tr><td>Outside</td></tr><tr><td>Independent</td></tr></table> Kyuzo Saito	New Candidate	Outside	Independent	Outside Director	Attended 13/14 meetings
New Candidate						
Outside						
Independent						
4	<table border="1"><tr><td>New Candidate</td></tr><tr><td>Outside</td></tr><tr><td>Independent</td></tr></table> Hiroyuki Kamano	New Candidate	Outside	Independent	Outside Audit & Supervisory Board Member	Attended 13/14 meetings
New Candidate						
Outside						
Independent						
5	<table border="1"><tr><td>New Candidate</td></tr><tr><td>Outside</td></tr><tr><td>Independent</td></tr></table> Junsuke Fujii	New Candidate	Outside	Independent	Outside Director	Attended all 14 meetings
New Candidate						
Outside						
Independent						
6	<table border="1"><tr><td>New Candidate</td></tr><tr><td>Outside</td></tr><tr><td>Independent</td></tr></table> Atsuko Okajima	New Candidate	Outside	Independent	Outside Audit & Supervisory Board Member	Attended all 10 meetings
New Candidate						
Outside						
Independent						

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
1	Masao Taguchi age 67 (September 22, 1953) New Candidate	<p>April 1976      Joined the Company</p> <p>July 2004      Corporate Officer, General Manager, Somatech Center, the Company</p> <p>April 2008      Managing Executive Officer, General Manager, Somatech Center, the Company</p> <p>April 2012      Managing Executive Officer, General Manager, Somatech Center, and responsible for Intellectual Properties Division and Quality Assurance Division, the Company</p> <p>June 2012      Director, the Company</p> <p>October 2013    General Manager, Central Research &amp; Development Institute and responsible for Quality Assurance Management Division, the Company</p> <p>April 2016      General Manager, Central Research &amp; Development Institute, the Company</p> <p>April 2017      General Manager, Research &amp; Development Headquarters, the Company</p> <p>February 2018    General Manager, Research &amp; Development Headquarters, and responsible for Quality Assurance Management Division, the Company</p> <p>April 2018      Supervising General Manager, Research &amp; Development Headquarters, and Quality Assurance Management Division, the Company</p> <p>June 2018      Full-time Audit &amp; Supervisory Board Member, the Company (current position)</p> <p>Significant concurrent positions Audit &amp; Supervisory Board Member, House Foods Corporation</p>	11,732 shares
<p>Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)</p> <p>Attendance rate at meetings of the Audit &amp; Supervisory Board (attendance): 100% (12/12 meetings)</p>			
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Masao Taguchi has deep insight into each business of the Group centering on research &amp; development, technology development and quality assurance and a wealth of experience in business management as a Director of the Company. He also accurately and properly audits the performance of duties by Directors of the Company as a full-time Audit &amp; Supervisory Board Member.</p> <p>As a result, the Company has judged that he is a person who will be able to utilize this experience and insights in the management and auditing of the Group and newly requests his election as a Director who is an Audit &amp; Supervisory Committee member.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
2	Akira Koike age 63 (September 30, 1957) New Candidate	<p>April 1980      Joined the Company</p> <p>April 2009      Corporate Officer and General Manager, Finance &amp; Accounting Division, the Company</p> <p>October 2013    Executive Officer and General Manager, Finance &amp; Accounting Division, the Company</p> <p>April 2014      Executive Officer and General Manager, General Affairs Division, and General Manager, Finance &amp; Accounting Division, the Company</p> <p>June 2014      Director, the Company General Manager, General Affairs Division, and General Manager, Finance &amp; Accounting Division, the Company</p> <p>April 2016      Responsible for General Affairs Division, Legal &amp; Intellectual Properties Division, Finance &amp; Accounting Division, and Secretariat Division, the Company</p> <p>April 2017      Responsible for General Affairs Division, Legal Division, Finance &amp; Accounting Division, and Secretariat Division, the Company</p> <p>April 2018      Responsible for Global Headquarters, and supervising General Affairs Division, Legal Division, and Secretariat Division, the Company</p> <p>June 2018      Responsible for Global Headquarters, the Company</p> <p>April 2020      Supervising Global Headquarters, the Company</p> <p>June 2020      Full-time Audit &amp; Supervisory Board Member, the Company (current position)</p> <p>Significant concurrent positions Audit &amp; Supervisory Board Member, House Wellness Foods Corporation</p>	6,632 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
Attendance rate at meetings of the Audit & Supervisory Board (attendance): 100% (9/9 meetings)			
[Reasons for nomination as a candidate for Director] Mr. Akira Koike has deep insight into each business of the Group centering on finance, general affairs and corporate planning and a wealth of experience in business management as a Director of the Company. He also accurately and properly audits the performance of duties by Directors of the Company as a full-time Audit & Supervisory Board Member. As a result, the Company has judged that he is a person who will be able to utilize this experience and insights in the management and auditing of the Group and newly requests his election as a Director who is an Audit & Supervisory Committee member.			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
3	Kyuzo Saito age 75 (July 17, 1945) New Candidate Outside Director Independent Director	April 1970    Joined the Ministry of Agriculture and Forestry (currently the Ministry of Agriculture, Forestry and Fisheries) June 2000    Director-General, Food Logistics Bureau, Ministry of Agriculture, Forestry and Fisheries January 2001    Director-General, Comprehensive Food Bureau, Ministry of Agriculture, Forestry and Fisheries July 2003    Retired from Ministry of Agriculture, Forestry and Fisheries August 2003    Chairman, special public institution Farmers Pension Fund (currently independent administrative institution Farmers Pension Fund) December 2006    Chairman, Japan Food Industry Association June 2015    Advisor, Japan Food Industry Association (current position) June 2016    Director, the Company (current position)	5,163 shares
Attendance rate at meetings of the Board of Directors (attendance): 93% (13/14 meetings)			
<p>[Reasons for selection as a candidate for Outside Director and summary of expected roles]</p> <p>Based on his many years of work experience at the Ministry of Agriculture, Forestry and Fisheries and the Japan Food Industry Association, Mr. Kyuzo Saito expresses opinions and makes decisions from an objective standpoint as an Outside Director when management decisions are made. As a result, the Company has judged that he is a person necessary for enhancing the corporate value of the Group and newly requests his election as a Director who is an Audit &amp; Supervisory Committee member. The Company expects that he will fulfill the role of supervising and auditing the quality assurance of products and promoting CSR, in particular, as well as the role of improving objectivity in procedures for determining nomination and remuneration as an Audit &amp; Supervisory Committee member.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
4	Hiroyuki Kamano age 75 (July 21, 1945) New Candidate Outside Director Independent Director	<p>April 1971      Joined the Ministry of Foreign Affairs</p> <p>April 1981      Registered as a Practicing Lawyer</p> <p>October 1988    Representative Lawyer, Kamano Sogo Law Offices (current position)</p> <p>April 2009      Vice President, Tokyo Bar Association</p> <p>April 2013      Executive Governor, Japan Federation of Bar Associations</p> <p>June 2015      Audit &amp; Supervisory Board Member, the Company (current position)</p> <p>Significant concurrent positions</p> <p>Representative Lawyer, Kamano Sogo Law Offices</p> <p>Director (Outside), NGK Insulators, Ltd.</p> <p>Director (Outside), Spancrete Corporation</p>	2,665 shares
Attendance rate at meetings of the Board of Directors (attendance): 93% (13/14 meetings)			
Attendance rate at meetings of the Audit & Supervisory Board (attendance): 100% (12/12 meetings)			
<p>[Reasons for selection as a candidate for Outside Director and summary of expected roles]</p> <p>Based on his extensive knowledge and extensive experience in corporate legal affairs as a Lawyer, Mr. Hiroyuki Kamano accurately and properly audits the performance of duties by Directors of the Company as an Outside Audit &amp; Supervisory Board Member. As a result, the Company has judged that he is a person necessary for enhancing the corporate value of the Group, and newly requests his election as a Director who is an Audit &amp; Supervisory Committee member.</p> <p>The Company expects that he will fulfill the role of supervising and auditing response to legal risks and compliance management, in particular, as well as the role of improving objectivity in procedures for determining nomination and remuneration as an Audit &amp; Supervisory Committee member.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
5	Junsuke Fujii age 68 (December 22, 1952) New Candidate Outside Director Independent Director	<p>April 1976      Joined The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p>June 2003      Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2006      Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>June 2008      Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2009      Director, Sumitomo Mitsui Financial Group, Inc. Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2011      Director, Sumitomo Mitsui Financial Group, Inc. Director, Sumitomo Mitsui Banking Corporation</p> <p>June 2011      Senior Advisor, Sumitomo Mitsui Banking Corporation</p> <p>April 2012      Representative Director, President and CEO, The Japan Research Institute, Ltd.</p> <p>May 2015      Director, Chairman, The Japan Research Institute, Ltd.</p> <p>June 2016      Audit &amp; Supervisory Board Member, the Company</p> <p>June 2017      Special adviser, The Japan Research Institute, Ltd. (current position)</p> <p>June 2020      Director, the Company (current position)</p> <p>Significant concurrent positions Special adviser, The Japan Research Institute, Ltd. Audit &amp; Supervisory Board Member, Sumitomo Dainippon Pharma Co., Ltd.</p>	3,295 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
Attendance rate at meetings of the Audit & Supervisory Board (attendance): 100% (3/3 meetings)			
[Reasons for selection as a candidate for Outside Director and summary of expected roles]			
<p>Based on his many years of work experience at Sumitomo Mitsui Banking Corporation, Sumitomo Mitsui Financial Group, Inc. and Japan Research Institute, Ltd., Mr. Junsuke Fujii expresses opinions and makes decisions from an objective standpoint as an Outside Director when management decisions are made. As a result, the Company has judged that he is a person necessary for enhancing corporate value of the Company Group and newly requests his election as a Director who is an Audit &amp; Supervisory Committee member.</p> <p>The Company expects that he will fulfill the role of supervising and auditing overall business operation and risk management by applying his experience as a corporate executive, as well as the role of improving objectivity in procedures for determining nomination and remuneration as an Audit &amp; Supervisory Committee member.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
6	Atsuko Okajima age 66 (October 15, 1954) New Candidate Outside Director Independent Director	<p>April 1977      Joined the Ministry of Agriculture and Forestry (currently the Ministry of Agriculture, Forestry and Fisheries)</p> <p>July 2003      Deputy Director-General, Ministry of Agriculture, Forestry and Fisheries</p> <p>July 2004      Deputy Director-General, Ministry of Health, Labor and Welfare</p> <p>July 2006      Vice Governor, Saitama prefecture</p> <p>July 2009      Director-General, Gender Equality Bureau, Cabinet Office</p> <p>September 2012      Retired from Cabinet Office</p> <p>April 2013      Member, the Information Disclosure and Personal Information Protection Review Board, Cabinet Office</p> <p>April 2016      Member, the Information Disclosure and Personal Information Protection Review Board, Ministry of Internal Affairs and Communications</p> <p>March 2019      Retired from Member</p> <p>June 2020      Audit &amp; Supervisory Board Member, the Company (current position)</p> <p>Significant concurrent positions Non-standing Advisor, Kyokuyo Co., Ltd.</p>	364 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (10/10 meetings)			
Attendance rate at meetings of the Audit & Supervisory Board (attendance): 100% (9/9 meetings)			
[Reasons for selection as a candidate for Outside Director and summary of expected roles]			
<p>Ms. Atsuko Okajima has many years of work experience as a member of the Ministry of Agriculture, Forestry and Fisheries and Ministry of Health, Labor and Welfare, as Vice Governor of Saitama prefecture, and as a member of the Cabinet Office and Ministry of Internal Affairs and Communications. She also accurately and properly audits the performance of duties by Directors of the Company as an Outside Audit &amp; Supervisory Board Member. As a result, the Company has judged that she is a person necessary for enhancing corporate value of the Group and newly requests her election as a Director who is an Audit &amp; Supervisory Committee member.</p> <p>The Company expects that she will fulfill the role of supervising and auditing the promotion of women's participation and advancement and diversity management, in particular, as well as the role of improving objectivity in procedures for determining nomination and remuneration as an Audit &amp; Supervisory Committee member.</p>			



- (Notes)
1. There is no special interest between each candidate and the Company.
  2. Mr. Kyuzo Saito, Mr. Hiroyuki Kamano, Mr. Junsuke Fujii and Ms. Atsuko Okajima are candidates for Outside Director.
  3. The term of office of Mr. Kyuzo Saito as an Outside Director of the Company will be five years as of the end of this Annual General Meeting of Shareholders.
  4. The term of office of Mr. Hiroyuki Kamano as an Outside Audit & Supervisory Board Member of the Company will be six years as of the end of this Annual General Meeting of Shareholders.
  5. The term of office of Mr. Junsuke Fujii as an Outside Director of the Company will be one year as of the end of this Annual General Meeting of Shareholders. Mr. Fujii was previously an Outside Audit & Supervisory Board Member of the Company.
  6. The term of office of Ms. Atsuko Okajima as an Outside Audit & Supervisory Board Member of the Company will be one year as of the end of this Annual General Meeting of Shareholders.
  7. In January 2018 when Mr. Hiroyuki Kamano was an outside director of NGK Insulators Ltd., the company confirmed the existence of a case in which the company did not conduct an appropriate delivery test for products such as insulators based on a contract. Mr. Kamano was not aware of the facts until they were identified, but he had made statements from the standpoint of strengthening compliance at meetings of the Board of Directors of the company on a routine basis. In addition, through activities of a committee established following this incident, he had made proposals to call for a fact-finding investigation, determining the cause and preparing measures to prevent reoccurrence.
  8. The attendance rate (attendance) of Mr. Akira Koike at meetings of the Board of Directors includes his attendance when he was a Director of the Company from April 1, 2020 to June 25, 2020.
  9. The attendance rate (attendance) of Mr. Junesuke Fujii at meetings of the Board of Directors and meetings of the Audit & Supervisory Board includes his attendance when he was an Audit & Supervisory Board Member of the Company from April 1, 2020 to June 25, 2020.
  10. If the election of Mr. Masao Taguchi and Mr. Akira Koike is approved at this Annual General Meeting of Shareholders, the Company will conclude a liability limitation agreement with them pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability for damages under the agreement shall be the amount defined by laws and regulations.
  11. The Company has concluded a liability limitation agreement with Mr. Kyuzo Saito, Mr. Hiroyuki Kamano, Mr. Junsuke Fujii and Ms. Atsuko Okajima pursuant to Article 427, Paragraph 1 of the Companies Act. If their election is approved at this Annual General Meeting of Shareholders, the Company will continue the liability limitation agreement with them. The maximum amount of liability for damages under the agreement shall be the amount defined by laws and regulations.
  12. The Company has decided to conclude a Directors and Officers Liability Insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, under which the insured person is compensated for legal damages (court-ordered payments, settlements) and litigation expenses (Attorney's fees, etc.) incurred by the insured person. If the election of each candidate is approved, they will be included as an insured person in the insurance contract. The Company will renew the insurance contract during their term of office.
  13. If the election of Mr. Kyuzo Saito, Mr. Hiroyuki Kamano, Mr. Junsuke Fujii and Ms. Atsuko Okajima is approved at this Annual General Meeting of Shareholders, the Company will continue to designate them as Independent Directors under the regulations of the Tokyo Stock Exchange and file them as such.
  14. The number of shares of the Company held by each candidate includes that of shares actually held by them in the name of the House Foods Group Board Members' and Executive Officers' Shareholding Association.

**Proposal 5:** To establish amounts of remuneration to Directors (excluding Directors who are Audit & Supervisory Committee members)

Subject to approval of Proposal 2 “To partially amend the Articles of Incorporation,” the Company will make a transition to a company with audit and supervisory committee.

It was approved at the 61st Ordinary General Meeting of Shareholders held on June 27, 2007 that the amount of remuneration, etc. to each Director of the Company would be 380 million yen or less per year (not including employee wages of Directors who concurrently serve as employees), but the Company proposes to discontinue this framework with the transition to a company with an audit and supervisory committee and seeks approval for the establishment of the amount of remuneration, etc. to Directors (excluding Directors who are Audit & Supervisory Committee members) at 400 million yen or less per year.

The Company believes that this proposal is appropriate because it is based on considerations of recent economic conditions, the Company’s business scale, the composition of the Board of Directors in the future, expansion of the roles for Directors, etc. as well as on the deliberations of the Compensation Advisory Committee, a voluntary body chaired by an Independent Outside Director, consisting mainly of outside officers.

The Company’s policy for deciding remuneration, etc. to each Director is as described on and after page 52 and the content of this proposal is based on said policy.

The proposed remuneration, etc. does not include employee wages of Directors who concurrently serve as employees.

Upon approval of Proposal 2: “To partially amend the Articles of Incorporation” and Proposal 3: “To elect 7 Directors (excluding Directors who are Audit & Supervisory Committee members),” as proposed, the number of Directors (excluding Directors who are Audit & Supervisory Committee members) will be 7 compared to the current number of 10 (including 2 Outside Directors).

The proposal will come into force when amendments of the Articles of Incorporation in Proposal 2: “To partially amend the articles of incorporation” become effective.

**Proposal 6:** To establish amounts of remuneration to Directors who are Audit & Supervisory Committee members

Subject to approval of Proposal 2 “To partially amend the Articles of Incorporation,” the Company will make a transition to a company with audit and supervisory committee.

Accordingly, the Company proposes the amount of remuneration, etc. of each Director who is an Audit & Supervisory Committee member to be 150 million yen or less per year.

The Company believes that this proposal is appropriate because it is based on considerations of recent economic conditions, the Company’s business scale, the composition of the Board of Directors in the future, expansion of the roles for Directors, etc. as well as on the deliberations of the Compensation Advisory Committee, a voluntary body chaired by an Independent Outside Director, consisting mainly of outside officers.

Upon approval of Proposal 2: “To partially amend the Articles of Incorporation” and Proposal 4: “To elect 6 Directors who are Audit & Supervisory Committee members”, as proposed, the number of Directors who are Audit & Supervisory Committee members will be 6 (including 4 Outside Directors).

The proposal will come into force when amendments of the Articles of Incorporation in Proposal 2: “To partially amend the articles of incorporation” become effective.

**Proposal 7:** To determine restricted stock compensation for Directors (excluding Directors who are Audit & Supervisory Committee members)

The Company requests approval of the introduction of a restricted stock compensation plan (the “Plan”) for its Directors (excluding Directors who are Audit & Supervisory Committee members) for the purpose of providing incentives for the continuous improvement in its corporate value and further advancing the sharing of value between the Directors and shareholders of the Company.

The Company believes that this proposal is appropriate because it is based on considerations of recent economic conditions, the Company’s business scale, the composition of the Board of Directors in the future, expansion of the roles for Directors, etc. as well as on the deliberations of the Compensation Advisory Committee, a voluntary body chaired by an Independent Outside Director, consisting mainly of outside

officers.

If the proposal is approved, the Company plans to replace, at a meeting of the Board of Directors to be held after the closing of this Ordinary General Shareholders Meeting, the medium- to long-term performance-based compensation, which is a component of remuneration, etc. referred to in the Company's policy for deciding the content of remuneration, etc. to each Director described on and after page 52, with a restricted stock compensation, in order to ensure consistency with approved contents. Moreover, as described in "2. Outline of the Plan" below, the Company believes that granting allotments of shares is appropriate because amounts to be paid for shares to be allotted will be within the scope that does not fall under particularly favorable terms for said Directors (excluding Directors who are Audit & Supervisory Committee members) and because dilution rates will be minimal.

Upon approval of Proposal 2: "To partially amend the Articles of Incorporation" and Proposal 3: "To elect 7 Directors (excluding Directors who are Audit & Supervisory Committee members)," as proposed, the number of Directors (excluding Directors who are Audit & Supervisory Committee members) will be 7 compared to the current number of 10 (including 2 Outside Directors).

The proposal will come into force when amendments of the Articles of Incorporation in Proposal 2: "To partially amend the articles of incorporation" become effective.

#### 1. Conditions for introduction of the Plan

The introduction of the Plan is subject to approval as proposed of the agenda separately referred to at this Ordinary General Meeting of Shareholders regarding amendments to the Articles of Incorporation associated with the proposed transition to a company with an audit & supervisory committee. Moreover, as monetary compensation receivables will be provided to Directors (excluding Directors who are Audit & Supervisory Committee members) under the Plan, in order to grant restricted stock to said Directors, the introduction of the Plan is subject to approval of the granting of such compensation at this Ordinary General Meeting of Shareholders.

The Company requests approval of the introduction of the Plan and the establishment of overall limit of remuneration under the Plan, as described in the proposal separately referred to at this Ordinary General Meeting of Shareholders regarding the establishment of remuneration, etc. to Directors (excluding Directors who are Audit & Supervisory Committee members) which is within the scope of 400 million yen or less per year (not including employee wages of Directors who concurrently serve as employees). The Company has previously introduced a stock compensation scheme under which the Company would make certain amounts of contributions as part of fixed remuneration to Directors (excluding Outside Directors). The Directors could purchase shares of the Company's stock through Officers and Directors Shareholding Association on the condition that the purchased shares would not be transferrable until retirement as Director. Subject to approval of the proposal regarding the Plan, said stock compensation scheme will be discontinued and replaced with the Plan (The Officers and Directors Shareholding Association will be maintained as a framework for voluntary purchase of the Company's shares by officers and others.)

#### 2. Outline of the Plan

The Directors (excluding Directors who are Audit & Supervisory Committee members) will make in-kind contributions of all monetary compensation receivables to be granted under the Plan according to their position and role and receive shares of the Company's common stock that will be issued or disposed of by the Company. The total amount of remuneration, etc. to be paid to the Directors (excluding Directors who are Audit & Supervisory Committee members) under the Plan will be 40 million yen or less per year, within the amount of remuneration, etc. to the Directors (excluding Directors who are Audit & Supervisory Committee members) as described in the proposal separately referred to at this Ordinary General Meeting of Shareholders. The maximum number of shares of the Company's common stock to be issued or disposed of under the Plan will be 14,000 shares per year (if unavoidable circumstances, such as a stock split or a stock consolidation of the Company's common stock, necessitate an adjustment to the number of shares to be issued or disposed of, such number shall be adjusted to the extent reasonable.)

To achieve the sharing of shareholder value over the medium- to long-term, which is one of the purposes of introducing the Plan, the transfer restriction period will be from the day of delivery of restricted stock until the day on which a relevant Director (excluding Directors who are Audit & Supervisory Committee members) loses his/her position as Director of the Company. The specific timing of payment and allotment of shares to each Director (excluding Directors who are Audit & Supervisory Committee members) will be determined by the Board of Directors.

The amount to be paid per share of the Company's common stock to be issued or disposed of under the

Plan will be determined by the Board of Directors within the scope that does not fall under particularly favorable terms for said Directors, and the basis of such amount shall be the closing price of shares of common stock of the Company on Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors regarding said issuance or disposal of shares (or, if there is no closing price on such business day, the closing price on the trading day immediately prior thereto).

For the purpose of the issuance or disposal of shares of common stock of the Company under the Plan, a restricted stock allotment agreement that includes the following provisions (the "Allotment Agreement") shall be concluded between the Company and each Director (excluding Directors who are Audit & Supervisory Committee members).

- (i) The subject Director (excluding Directors who are Audit & Supervisory Committee members) shall not transfer, create a security interest on, or otherwise dispose of the shares of common stock of the Company (the "transfer restriction") allotted pursuant to the Allotment Agreement (the "shares allotted") from the day of delivery of the shares allotted until the day on which the subject Director (excluding Directors who are Audit & Supervisory Committee members) loses his/her position as Director of the Company (the "transfer restriction period").
- (ii) If the subject Director (excluding Directors who are Audit & Supervisory Committee members) loses his/her position as Director of the Company before the expiry of the period determined by the Company's Board of Directors (the "period of services rendered"), the Company shall naturally acquire the shares allotted without consideration, unless the Company's Board of Directors finds that there are justifiable grounds otherwise.
- (iii) The Company shall remove the transfer restriction regarding all the shares allotted upon expiration of the transfer restriction period on condition that the subject Director (excluding Directors who are Audit & Supervisory Committee members) has continued to hold the position stipulated in (i) above during the period of services rendered; provided, however, if the subject Director (excluding Directors who are Audit & Supervisory Committee members) loses his/her position as stipulated in (i) above before the expiry of the period determined by the Company's Board of Directors and if the Company's Board of Directors finds that there are justifiable grounds as stipulated in (ii) above, the number of the shares allotted subject to removal of the transfer restriction and the timing of such removal shall be adjusted to the extent reasonable.
- (iv) The Company shall naturally acquire the shares allotted without consideration with respect to such shares allotted for which the transfer restriction has not been removed upon expiry of the transfer restriction period in accordance with the provisions of (iii) above.
- (v) Notwithstanding the provisions of (i) above, if, during the transfer restriction period, the general shareholders meeting of the Company approves a merger agreement under which the Company will become a non-surviving company, a share exchange agreement or a share transfer plan based on which the Company will become a wholly owned subsidiary or other matters regarding organizational restructuring, etc. (or the Board of Directors adopts a resolution regarding such organizational restructuring, etc., if the approval of the general meeting of shareholders is not required), the transfer restriction on a certain number, which will be determined by resolution of the Company's Board of Directors to the extent reasonable, of the transfer restriction on shares allotted will be removed prior to the effective date of the organizational restructuring, etc.
- (vi) In the case provided for in (v) above, the Company will obtain the shares allotted for which the transfer restriction has not been removed, immediately after the time when the transfer restriction is removed in accordance with the provisions of (v) above.
- (vii) Other matters regarding such agreement shall be determined by the Board of Directors of the Company.

- End -